

United States Bankruptcy Court Southern District of New York				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Aereo, Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 27-3492838			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. & Street, City, and State): 280 Summer Street, 4th Floor Boston, MA 02210			Street Address of Joint Debtor (No. & Street, City, and State):		
ZIP CODE 02210-0000			ZIP CODE		
County of Residence or of the Principal Place of Business: Suffolk			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP CODE			ZIP CODE		
Location of Principal Assets of Business Debtor (if different from street address above):					
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4-01-16 and every three years thereafter). <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Aereo, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: - None -		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: - None -		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

William R. Baldiga, Esquire
R. Benjamin Chapman, Esquire
BROWN RUDNICK LLP
Seven Times Square
New York, NY 10036
(212) 209-4800

*Proposed Counsel for the
Debtor and Debtor-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
AEREO, INC.,	:	Case No. 14-_____()
	:	
	:	
Debtor.	:	
	:	

**LIST OF FORTY CREDITORS
HOLDING LARGEST UNSECURED CLAIMS**

Set forth below is a list of creditors holding the forty (40) largest unsecured claims against Aereo, Inc. (the “Debtor”) as of November 20, 2014. The list has been prepared from the books and records of the Debtor.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claims. Inclusion of a claim on the attached list is not an admission that the amounts listed are undisputed, fixed and liquidated nor an admission that the amounts are owed by the Debtor.

Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Level 3 Communications P.O. Box 910182 Denver, CO 80291-0182	Tara Abel Tel: (814) 260-3026 E-Mail: Tara.abel@level3.com	Trade Debt		\$605,939.08
Quality Technology Services 12851 Foster Street Overland Park, KS 66213	Darwin Shultz Tel: (913) 312-2423 E-Mail: Darwin.Shultz@Qtsdatacenters.com	Trade Debt		\$520,980.88
Google Inc. 1600 Amphitheatre Parkway Mountain View, CA 94043-1351	Carmen Bonayon Tel: (866) 954-0453 ext 8544 Fax: (650) 963-3574 E-Mail: c.bonayon@google.com	Trade Debt		\$309,421.58
Fish & Richardson P.C. P.O. Box 3295 Boston, MA 02241-3295	Barbara Gomez Tel: (617) 956-6943 E-Mail: Gomez@fr.com	Professional Fees		\$117,382.75
Bingham McCutchen LLP 2020 K Street, NW Washington, DC 20006	Valerie Dory Tel: (202) 373-6566 E-Mail: Valerie.Dory@bingham.com	Professional Fees		\$105,000.00
Vanderbilt Associates Owners LP 625 RXR Plaza Uniondale, NY 11556	Francine Pearsall Tel: (516) 506-6762 Fax: (516) 506-6810 E-Mail: fpearsall@rxrrealty.com	Trade Debt		\$74,282.47
Facebook, Inc. 1601 Willow Road Menlo Park, CA 94025	Flor Calonzo Tel: (855) 232-8440 Ext 820.3422 E-Mail: fcalonzo@fb.com	Trade Debt		\$62,617.63
NetBase Solutions, Inc. 2987 Landings Drive Mountain View, CA 94043	Brian Benedict Tel: (650) 810-2106 E-Mail: bbenedict@netbase.com	Trade Debt		\$62,603.13
Expedient Data Centers P.O. Box 645209 Pittsburgh, PA 15264-5209	Kathleen Kramer Tel: (877) 570-7827 E-Mail: Kathleen.Kramer@expedient.com	Trade Debt		\$59,028.02
Tribune Media Services, Inc. 40 Media Drive Queensbury, NY 12804	Michael DiMezza Tel: (800) 833-9581 Ext 2199 E-Mail: medimezza@gracenote.com	Trade Debt		\$48,480.00
Constantine Cannon, LLP 355 Madison Avenue 9th Floor New York, NY 10017	Seth Greenstein Tel: (212) 350-2343 E-Mail: sgreenstein@constantinecannon.com	Trade Debt		\$43,815.49
Kellogg, Huber, Hansen, Todd, Evans & Figel 1615 M Street, NW Suite 400 Washington, DC 20036-3215	David Frederick Tel: (202) 326-7900 Fax: (202) 326-7999 E-Mail: dfrederick@khte.com	Professional Fees		\$41,021.03

Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Bernhard, Jennifer T. 1020 W. Daniel Street Champaign, IL 61821	Jennifer Bernhard Tel: (217) 390-7836 E-Mail: jtbernhard1105@gmail.com	Trade Debt		\$33,003.41
C7 Data Centers 14944 Pony Express Dr. Bluffdale, UT 84065	Ron Driggs Rel: (801) 822-5327 E-Mail: r.driggs@c7dc.com	Trade Debt		\$29,887.50
Houston & Associates, LLP 1666 Massachusetts Avenue Suite 12 Lexington, MA 02420	Grant Houston Tel: (781)863-9991 E-Mail: grant.houston@houstonllp.com	Professional Fees		\$29,834.22
ExactTarget, Inc. and Subsidiaries 26487 Network Place Chicago, IL 60673-1264	Angela Holtzleiter Tel: (317) 378-7996 E-Mail: aholtzleiter@exacttarget.com	Trade Debt		\$28,887.50
Vindicia 303 Twin Dolphin Drive Suite 20C Redwood City, CA 94065	Jeff Sevel Tel: (650) 264-4757 E-Mail: jsevel@vindicia.com	Trade Debt		\$27,586.07
Womble Carlyle Sandridge & Rice, LLP 1200 Nineteenth Street, NW Suite 50C Washington, DC 20036	Rebecca E. Jacobs Tel: (202) 857-4547 Fax: (202) 261-0047 E-Mail: rjacobs@wcsr.com	Professional Fees		\$26,435.60
Full Loyal Industrial Ltd. 26 Lan Hing Street Kowloon Bay Kowloon, Hong Kong	Maurice Chan Tel: (852) 279 60682 Fax: (852) 279 52626 E-Mail: maurice@fullloyal.com.hk	Trade Debt		\$26,110.00
American Broadcasting Cos., Inc c/o Debevoise & Plimpton, LLP Attn: Bruce P. Keller, Esq. 919 Third Avenue, 31st Floor New York, NY 10022	Bruce P. Keller, Esq. Tel.: (212) 909-6118 Fax: (212) 521-7118 E-mail: bpkeller@debevoise.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
CBS Broadcasting Inc. c/o Debevoise & Plimpton, LLP Attn: Bruce P. Keller, Esq. 919 Third Avenue, 31st Floor New York, NY 10022	Bruce P. Keller, Esq. Tel.: (212) 909-6118 Fax: (212) 521-7118 E-mail: bpkeller@debevoise.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
CBS Studios Inc. c/o Debevoise & Plimpton, LLP Attn: Bruce P. Keller, Esq. 919 Third Avenue, 31st Floor New York, NY 10022	Bruce P. Keller, Esq. Tel.: (212) 909-6118 Fax: (212) 521-7118 E-mail: bpkeller@debevoise.com	Litigation Party	Contingent, unliquidated and disputed	Unknown

Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Community Television of Utah d/b/a KSTU Fox 13 c/o Jenner & Block LLP Attn: Richard L. Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
Disney Enterprises, Inc. c/o Debevoise & Plimpton, LLP Attn: Bruce P. Keller, Esq. 919 Third Avenue, 31st Floor New York, NY 10022	Bruce P. Keller, Esq. Tel.: (212) 909-6118 Fax: (212) 521-7118 E-mail: bpkeller@debevoise.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
Fox Broadcasting Company c/o Jenner & Block LLP Attn: Richard L. Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
Fox Television Stations, Inc. c/o Jenner & Block LLP Attn: Richard Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
KUTV Licensee d/b/a KUTV d/b/a KMYU c/o Jenner & Block LLP Attn: Richard Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
NBC Studios, LLC c/o Debevoise & Plimpton, LLP Attn: Bruce P. Keller, Esq. 919 Third Avenue, 31st Floor New York, NY 10022	Bruce P. Keller, Esq. Tel.: (212) 909-6118 Fax: (212) 521-7118 E-mail: bpkeller@debevoise.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
NBCUniversal Media, LLC c/o Debevoise & Plimpton, LLP Attn: Bruce P. Keller, Esq. 919 Third Avenue, 31st Floor New York, NY 10022	Bruce P. Keller, Esq. Tel.: (212) 909-6118 Fax: (212) 521-7118 E-mail: bpkeller@debevoise.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
Nexstar Broadcasting Snow Christensen & Martineau Attn: Rodney R. Parker, Esq. 10 Exchange Place, 11th Floor Salt Lake City, UT 84145-5000	Rodney R. Parker, Esq. Tel.: (801) 322-9134 Fax: (801) 363-0400 E-mail: rrp@scmlaw.com	Litigation Party	Contingent, unliquidated and disputed	Unknown

Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Public Broadcasting Service c/o Jenner & Block LLP Attn: Richard Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
Telemundo Network Group LLC c/o Debevoise & Plimpton, LLP Attn : Bruce P. Keller, Esq. 919 Third Avenue, 31st Floor New York, NY 10022	Bruce P. Keller, Esq. Tel.: (212) 909-6118 Fax: (212) 521-7118 E-mail: bpkeller@debevoise.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
Thirteen c/o Jenner & Block LLP Attn: Richard Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
Twentieth Century Fox Film Corporation c/o Jenner & Block LLP Attn: Richard Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
Universal Network Television c/o Debevoise & Plimpton, LLP Attn: Bruce P. Keller, Esq. 919 Third Avenue, 31st Floor New York, NY 10022	Bruce P. Keller, Esq. Tel.: (212) 909-6118 Fax: (212) 521-7118 E-mail: bpkeller@debevoise.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
Univision Network Limited Partnership [The] c/o Jenner & Block LLP Attn: Richard Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
Univision Television Group, Inc. c/o Jenner & Block LLP Attn: Richard Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
WNET c/o Jenner & Block LLP Attn: Richard Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown

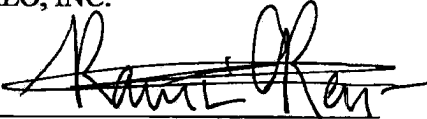
Name of creditor and complete mailing address including zip code	Name, telephone number, and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
WNJU-TV Broadcasting LLC c/o Debevoise & Plimpton, LLP Attn: Bruce P. Keller, Esq. 919 Third Avenue, 31st Floor New York, NY 10022	Bruce P. Keller, Esq. Tel.: (212) 909-6118 Fax: (212) 521-7118 E-mail: bpkeller@debevoise.com	Litigation Party	Contingent, unliquidated and disputed	Unknown
WPIX, Inc. c/o Jenner & Block LLP Attn: Richard Stone, Esq. 633 West 5th Street Los Angeles, CA 90071-2054	Richard L. Stone, Esq. Tel.: (213) 239-2203 Fax: (213) 239-2213 E-mail: rstone@jenner.com	Litigation Party	Contingent, unliquidated and disputed	Unknown

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF DEBTORS

I, Ramon A. Rivera, Vice President and Chief Financial Officer of Aereo, Inc., declare under penalty of perjury that I have read the List of Creditors Holding the 40 Largest Unsecured Claims submitted herewith and that it is true and correct to the best of my information and belief.

Dated: November 20, 2014

AEREO, INC.

By: 

Name: Ramon A. Rivera

Title: Secretary, Treasurer and
Chief Financial Officer

61807452

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United States Bankruptcy Court
Southern District of New York

In re Aereo, Inc.

Debtor(s)

Case No.
Chapter11**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Class	Number of Securities
Adrian Aoun (Levance LLC) Attn: General Counsel 660 4th Street, #243 San Francisco, CA 94107	Preferred Stock	101,523
Beveridge, Richard 185 Cornell Street, Unit 1 Roslindale, MA 02131	Common Stock	40,000
Bingham, James 667 Vancouver Drive Westerville, OH 43081	Common Stock	518,750
Burke, Francis 7 Mitchell Road Marblehead, MA 01945	Common Stock	60,000
Cann, John 101 Warren Street Apt. A4A Brooklyn, NY 11201	Common Stock	560,000
Chaitanya Kanodia Qualified Annuity Interest Trust c/o Aereo, Inc. 280 Summer Street, 4th Floor Boston, MA 02210	Common Stock	4,289,540
Cherry, Griffin 165 Walworth Street Roslindale, MA 02131	Common Stock	2,573,730
Chin, Amanda 17 Stokes Farm Road Westwood, NJ 07675	Common Stock	88,888
Cohen, Alexander 190 Riverside Drive Apt. 7A New York, NY 10024	Preferred Stock	63,477
Cromwell, Colin 4708 Essex Avenue Chevy Chase, MD 20815	Common Stock	40,000

In re: Aereo, Inc.

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities
Fallik, Brian 92 Concord Avenue Apt. 1 Somerville, MA 02143	Common Stock	151,250
Favaro, Marc 540 Sapphire Drive Castle Rock, CO 80108	Preferred Stock	38,071
First Round Capital III, L.P. 200 Park Avenue South Suite 515 New York, NY 10003	Preferred Stock	3,749,796
FirstMark Capital I LP 100 Fifth Avenue, 3rd Floor New York, NY 10011	Preferred Stock	24,757,476
Freeman, Josh 5702 Warwick Place Chevy Chase, MD 20815	Common Stock	214,480
Gary M. Lauder Revocable Trust 88 Mercedes Lane Atherton, CA 94027	Preferred Stock	6,537,327
Gordon and Donna Crawford Trust 520 Georgian Road La Canada Flintridge, CA 91011	Preferred Stock	634,518
Greenleaf, Jonathan 17 Sherman Street Apartment 1 Cambridge, MA 02138	Common Stock	331,250
Harris, Stephen 308 Rhoads Avenue Columbus, OH 43205	Common Stock	223,750
Hed, Nevo 51 Fearing Drive Westwood, MA 02090	Common Stock	331,250
Helgeson, Michael 16 Greenwood Road Sudbury, MA 01776	Common Stock	300,000

In re: Aereo, Inc.

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities
High Line Venture Partners LP 555 West 18th Street New York, NY 10007	Preferred Stock	3,331,715
Highland Capital Partners VIII Limited Partnership 92 Hayden Avenue Lexington, MA 02421	Preferred Stock	6,304,073
Highland Capital Partners VIII-C Limited Partnership 92 Hayden Avenue Lexington, MA 02421	Preferred Stock	2,285,977
Highland Capital Partners VIII-B Limited Partnership 92 Hayden Avenue Lexington, MA 02421	Preferred Stock	97,744
Himalaya Capital Investors LP 301 East Colorado Blvd. Suite 501 Pasadena, CA 91101	Preferred Stock	1,269,036
Houston Eliseeva LLP 420 Bedford Street Suite 155 Lexington, MA 02420	Preferred Stock	454,540
Houston, Grant 420 Bedford Street, Suite 155 Lexington, MA 02420	Common Stock	160,000
IAC (USANI, LLC) 555 West 18th Street New York, NY 10011	Preferred Stock	45,664,260
Jeff Records (AER OK, LLC) 501 NW Grand Blvd. Oklahoma City, OK 73118	Preferred Stock	25,381
Joseph T. Lipowski and Diane M. Lipowski (as tenants in common) 27 Henrys Lane Norwell, MA 02061	Preferred Stock	1,176,470
Kanojia, Atma c/o Aereo, Inc. 280 Summer Street, 4th Floor Boston, MA 02210	Common Stock	80,000

In re: Aereo, Inc.

Case No. _____
Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities
Kanojia, Chaitanya c/o Aereo, Inc. 280 Summer Street, 4th Floor Boston, MA 02210	Common Stock	66,549,590
Keval Desai (Desai Family Trust) 2046 Beach Street San Francisco, CA 94123	Preferred Stock	25,381
Lipowski, Joseph 27 Henrys Lane Norwell, MA 02061	Common Stock	4,252,680
Longman, Tracie L. c/o Aereo, Inc. 280 Summer Street, 4th Floor Boston, MA 02210	Common Stock	7,812,500
Loveland, Brian 235 Cordaville Road Southborough, MA 01772	Common Stock	281,250
OldSlip Air Holdings, LLC (fka South Ferry #2 LP) One State Street Plaza, 29th F New York, NY 10004	Preferred Stock	3,095,889
Pond, Daniel 43 Westland Avenue, Unit 506 Boston, MA 02115	Common Stock	500,000
Sallon, Nicholas 178 Bergen Street, Apt. 3 Brooklyn, NY 11217	Common Stock	700,000
Snow, Nicole 9 Pierce Avenue, Apt. 2 Boston, MA 02122	Common Stock	300,000
Sullivan, Michelle 2 Belmont Street Woburn, MA 01801	Common Stock	66,250
SV Angel II-Q, L.P. 770 Chimulas Drive Palo Alto, CA 94306	Preferred Stock	909,090

In re: Aereo, Inc.

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities
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Tracie L. Longman Qualified Annuity Interest Trust c/o Aereo, Inc. 280 Summer Street, 4th Floor Boston, MA 02210	Common Stock	4,289,540
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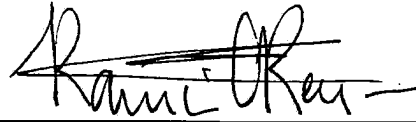
Wiesenthal, Robert S. 147 East 63rd Street New York, NY 10065	Preferred Stock	909,090
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Treasurer, Secretary and and Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 20, 2014

Signature



Ramon A. Rivera, Secretary, Treasurer and Chief Financial Officer

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

William R. Baldiga, Esquire
R. Benjamin Chapman, Esquire
BROWN RUDNICK LLP
Seven Times Square
New York, NY 10036
(212) 209-4800

*Proposed Counsel for the
Debtor and Debtor-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

AEREO, INC.,

Debtor.

Chapter 11

Case No. 14-_____()

CORPORATE OWNERSHIP STATEMENT

In accordance with Rules 1007(a)(1) of the Federal Rules of Bankruptcy Procedure,
Aereo, Inc. (the “Debtor”) hereby states that each of the following persons or entities directly or
indirectly own 10% or more of the equity interests of the Debtor:

<u>Name and Address</u>	<u>Ownership Percentage</u>
Chaitanya Kanojia ¹ c/o Aereo, Inc. 280 Summer Street, 4th Floor Boston, MA 02210	42.32%
IAC (USANI, LLC) 555 West 18th Street New York, NY 10011	23.30%
FirstMark Capital I LP 100 Fifth Avenue, 3rd Floor New York, NY 10011	12.63%

¹ The ownership percentage noted includes amounts held or controlled by the holder.

The following is a list of any corporation whose securities are publicly traded in which the Debtor directly or indirectly owns 10% or more of any class of the corporation's equity interests, and any general or limited partnership or joint venture in which the Debtor owns an interest:

<u>Name and Address</u>	<u>Ownership Percentage</u>
None	N/A

DECLARATION REGARDING CORPORATE OWNERSHIP STATEMENT

I, Ramon A. Rivera, Secretary, Treasurer and Chief Financial Officer of Aereo, Inc., a corporation organized under the laws of the State of New York, declare under penalty of perjury under the laws of the United States of America, that I have read the foregoing Corporate Ownership Statement and that it is true and correct to the best of my information and belief.

Dated: November 20, 2014

AEREO, INC.

By: 

Name: Ramon A. Rivera
Title: Secretary, Treasurer and
Chief Financial Officer

61808319

**SECRETARY'S CERTIFICATE AS TO RESOLUTIONS OF
THE BOARD OF DIRECTORS OF**

AEREO, INC.

I, Ramon A. Rivera, Secretary, Treasurer and Chief Financial Officer of Aereo, Inc. (the "Corporation"), a New York corporation, hereby certify that the following resolutions were duly adopted at a telephonic meeting of the board of directors (the "Board of Directors") of the Corporation at a special telephonic meeting thereof on November 20, 2014, in accordance with the requirements of applicable law, and that such resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

WHEREAS, the Board of Directors of the Corporation has reviewed and had the opportunity to ask questions about the materials presented by the Corporation's management and advisors regarding the liabilities and liquidity of the Corporation, the strategic alternatives available to the Corporation, and the impact of the foregoing on the Corporation's business;

WHEREAS, the Board of Directors has considered, among other things, the Corporation's available liquidity, liabilities and ability to meet its obligations as they come due;

WHEREAS, the Board of Directors has had the opportunity to consult with the Corporation's management and advisors to fully consider each of the strategic alternatives available to the Corporation; and

WHEREAS, the Board of Directors desires to approve the following resolutions.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors has determined that it is desirable and in the best interests of the Corporation that the Corporation shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing a chapter 11 case for the Corporation (the "Chapter 11 Case"); and be it further

RESOLVED, that the Chief Executive Officer, or any officer designated by the Chief Executive Officer (each a "Designated Officer"), in each case acting singly or jointly, be, and they hereby are, authorized, empowered, and directed to execute and file in the name and on behalf of the Corporation, and under its corporate seal or otherwise, all petitions, schedules, lists and other motions, papers, or documents, and to take any and all management action necessary, appropriate, desirable, or proper in connection with the Chapter 11 Case including, without limitation, any action necessary to maintain the Corporation's business, assets and affairs, and further including any actions necessary to retain any professionals deemed necessary (including, without limitation, Brown Rudnick LLP as reorganization counsel, Argus Management Corporation as Chief Restructuring Officer as to the responsibilities set forth below, and Prime

Clerk LLC to assist the Corporation in the Chapter 11 Cases and in carrying out its duties under the provisions of the Bankruptcy Code; and it be further

RESOLVED, that Argus Management Corporation (including Lawton Bloom and such other persons who may assist him in the responsibilities as to this engagement, as such responsibilities are approved by, and may be modified from time to time by, the Board of Directors) is hereby engaged by the Corporation as its Chief Restructuring Officer, reporting to the Corporation's Board of Directors; and that, given that a principal goal of the Corporation is to effectuate a successful sale of all or a substantial part of its assets in the Chapter 11 Case or to undertake a substantial recapitalization or similar transaction (such sale, recapitalization or similar transaction, a "Transaction"), the Chief Restructuring Officer is at this time charged primarily with the responsibilities, powers and authority to do all things reasonably appropriate or necessary in the furtherance of such Transaction (including as to such tasks that may be from time to time undertaken by investment bankers, financial advisors and accountants), in all respects working closely with the Corporation's other executives, employees and retained professionals as appropriate and customary and reporting to the Board of Directors, and in such respects to prepare for and undertake the Transaction that is in the best interests of the Corporation and its creditors, shareholders, employees, customers and other constituents generally in accordance with good professional practices and applicable law, and to execute all documents and take any and all other actions in furtherance thereof as the Chief Restructuring Officer deems to be necessary or appropriate; and it be further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officers and the Chief Restructuring Officer, each of the Designated Officers and the Chief Restructuring Officer and their respective designees shall be, and each of them hereby is, authorized, directed, and empowered, in the name of, and on behalf of, the Corporation and under its corporate seal or otherwise, to take or cause to be taken any and all such further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents, and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment shall be necessary, advisable, or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it further

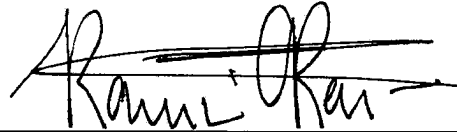
RESOLVED, that all members of the Board of Directors of the Corporation have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Corporation, or here by waive any right to have received such notice; and be it further

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of an on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts

and deeds of the Corporation with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Board of Directors and that the Designated Officer or Chief Restructuring Officer did execute the same. The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board of Directors duly called and constituted pursuant to the Bylaws of the Corporation and the laws of the State of New York; and it be further

RESOVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the Board of Directors and each of the Designated Officers are hereby authorized to take all such further action, and to execute and deliver all such further instruments and documents in the name and on behalf of the Corporation, and under its corporate seal or otherwise pay all such fees and expenses, which shall in his or her business judgment may be necessary, proper or advisable.

In witness whereof, the undersigned has caused this Certificate to be executed as of this 20th day of November, 2014.

A handwritten signature in black ink, appearing to read 'Ramon A. Rivera', written over a horizontal line.

Ramon A. Rivera

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